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October 19, 2012

BY FEDERAL EXPRESS

Terry Templeton, P.G.
Tennessee Department of Environment and Conservation
Manager, Division of Water Pollution Control
Memphis Environmental Field Office
8383 Wolf Lake Drive
Bartlett, TN 38133-4119



RE: TDEC September 26, 2012 Correspondence regarding Memphis Regional Intermodal Facility, NPDES Permit Tracking Number: TN0081108

Dear Mr. Templeton:

Norfolk Southern Railway Company ("Norfolk Southern") writes in response to the September 26, 2012 correspondence it received from the Tennessee Department of Environment and Conservation ("TDEC"), Division of Water Pollution Control ("WPC") regarding the August 30, 2012 inspection of the Memphis Regional Intermodal Facility ("MRIMF") conducted by personnel from the WPC Memphis Environmental Field Office ("MEFO"). This letter provides Norfolk Southern's response to TDEC's list of Required Actions in its September 26, 2012 correspondence and inspection report ("September 26, 2012 Inspection Report").

Norfolk Southern Response to the August 2012 Inspection Report and Required Actions for the Memphis Regional Intermodal Facility (TN0081108) to be completed by October 19, 2012

Norfolk Southern appreciated the opportunity to meet with TDEC on Tuesday, October 2, 2012 ("October 2nd meeting"), in order to receive clarification from TDEC on a number of questions regarding factual statements and photographs contained in the September 26, 2012 Inspection Report, as well as other issues raised in the September 26, 2012 correspondence. For example, with regards to achieving final site stabilization, TDEC noted during the October 2nd meeting that while the August 2012 inspection report had initially identified in photographs certain areas as having vegetative cover identified as 'sparse' or other descriptive terms, TDEC does not necessarily consider those areas to lack stabilization as required by NPDES Permit TN0081108. Norfolk Southern and TDEC agreed to further communications regarding an appropriate standard for final stabilization, and as discussed, monitoring data from several areas at the site would indicate areas are stabilized with runoff at or below natural background for this part of Tennessee. In addition to these and other issues discussed during the October 2nd meeting, Norfolk Southern provides below responsive information to the specific Required Actions listed in the September 26, 2012 correspondence.

TDEC noted that a very small discharge of clear water from Sediment Basin 8 was observed during the inspection of August 30, 2012. As TDEC is aware, Sediment Basin 8 was installed as an

enhanced erosion control measure to provide additional water quality benefits above and beyond erosion control specified in the original site storm water pollution prevention plan. Norfolk Southern is operating Sediment Basin 8 in the same manner as other sediment basins at the site, applying polyacrylamide and manually dewatering in accordance with NPDES Permit TN0081108. AMEC and site construction personnel have investigated the potential cause of the observed leakage and have not yet isolated the cause or location of the leak. Based upon inspections to date, the leak does not emanate from the upper area of the standpipe or dewatering device. Additional inspection and, if necessary, repair, will be conducted as site conditions permit inspection of the lower portion of the standpipe assembly, which will require the basin to be at very low or dry levels. Monitoring results indicate that the discharge at SW9 is consistently achieving a very high water quality indicating that Sediment Basin 8 is functioning as designed and providing a level of treatment at or above the requirements of NPDES Permit TN0081108. Additionally, it should be noted that a substantial portion of the drainage area which is served by Sediment Basin 8 is now stabilized.

Immediately install and maintain appropriate erosion prevention and sediment controls so that sediment is contained on-site to the maximum extent practicable.

Consistent with NPDES Permit TN0081108, Norfolk Southern through its contractors has installed and continues to maintain appropriate erosion prevention and sediment controls as required by the Permit for all active portions of the MRIMF, including the specific areas identified by TDEC. Please refer to the Erosion Prevention and Sediment Control ("EPSC") inspection reports which were provided to the Memphis Regional Office by AMEC for descriptions of recent actions Norfolk Southern and AMEC have taken to continue to implement appropriate EPSC measures. Norfolk Southern previously provided EPSC inspections through July 2012 to TDEC's Memphis Regional Office and through August 2012 to TDEC's counsel. As TDEC is aware, additional detail regarding erosion and sediment controls is found in the Field SWPPP kept on site and available during the August 30, 2012 inspection.

Immediately stabilize with vegetative measures all portions of the site that have remained inactive for more than 15 days.

Consistent with NPDES Permit TN0081108, Norfolk Southern contractors have installed vegetative cover for stabilization on the portions of the site which have been inactive for more than 15 days. All disturbed portions of the site which have been inactive for 15 days or more have undergone temporary stabilization, and as discussed above many have achieved final stabilization. As discussed with TDEC during the October 2nd meeting, Norfolk Southern and TDEC have agreed to further communications to ensure the standard for final stabilization is met. With respect to additional actions toward final stabilization, Norfolk Southern and AMEC have developed and are following a site stabilization plan (**Attachment A**), which identifies additional actions planned to achieve final stabilization in accordance with NPDES Permit TN0081108. Please refer to the enclosed site stabilization plan for further details regarding this issue.

Immediately install and maintain appropriate erosion prevention and sediment controls to prevent the formation of rills and gullies.

As required by NPDES Permit TN0081108, Norfolk Southern and its contractors have selected, installed, and maintained EPSC measures in accordance with manufacturer specifications and good

engineering practices which are able to slow runoff to prevent rill and gully formation.¹ Additional detail regarding erosion and sediment controls is found in the Field SWPPP kept on site and available during the August 30, 2012 inspection.

Immediately remove sediment from any sediment control measure if the design capacity has been reduced by 50% or more.

As required by NPDES Permit TN0081108, Norfolk Southern contractors have removed sediment from all controls which have accumulated sediment to the point where design capacity has been reduced by 50% or more. Norfolk Southern contractors have removed sediment from all locations identified by TDEC in its August 30, 2012 inspection report and September 26, 2012 correspondence as requiring removal, however we do not agree that these basins were at 50% capacity based upon their engineering design. Note also that these basins are monitored bi-weekly at a minimum. Please refer to the enclosed EPSC reports for further details.

Immediately stabilize the areas listed on the ARAP compliance inspection form.

The areas identified by TDEC on the ARAP compliance inspection form and discussed in the September 26, 2012 correspondence had already been addressed. TDEC's counsel was provided correspondence noting the completion of this work on October 2, 2012. In addition to these specific areas, AMEC has completed its work to stabilize the drainage area associated with Outfall SW37. With regards to site stabilization, Norfolk Southern reiterates its appreciation for the opportunity to meet with TDEC on October 2 to discuss the site stabilization plan and receive clarification regarding stabilization issues. As discussed at the October 2nd meeting, Norfolk Southern and AMEC have developed and are following a site stabilization plan, which provides details as to how final site stabilization will be achieved in accordance with NPDES Permit TN0081108. Please refer to the enclosed site stabilization plan for further details.

On or before October 19, 2012, submit twice weekly Erosion Prevention and Sediment Control (EPSC) inspection report[s] and associated photographs for the months of May, June, July, August and September 2012 per Part IV.D.8.b.vvi of the permit.

As detailed above, the EPSC inspection reports were provided to the Memphis Regional Office by AMEC. Please note that, as discussed during the October 2nd meeting, TDEC's Nashville office has previously received all EPSC reports for the MRIMF through the third week in August as part of the recent permit appeal proceedings regarding TN0081108.

On or before October 19, 2012, submit a written response regarding what actions have been taken or will be taken on-site to comply with the required actions listed above. Please include in your response any additional measures that will be installed to prevent future sediment discharges to waters of the state.

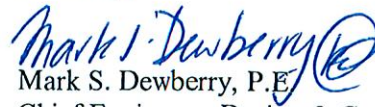
This letter constitutes the requested written response, and additionally these matters were discussed and information regarding actions taken was provided to TDEC during the October 2nd meeting. As appropriate, Norfolk Southern will respond to the factual information in the September 26,

¹ Note that NPDES Permit TN0081108 requires that all control measures selected must be able to "slow runoff so that rill and gully formation is prevented." TN0081108 IV.D.3.a.(v), Page 34 of 42. The language in TDEC's recent correspondence deviates slightly from the permit text which governs erosion control requirements.

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2012 letter at a later time following further investigation and discussion with TDEC and the State of Tennessee.

Sincerely,

Handwritten signature of Mark S. Dewberry in blue ink, featuring a stylized 'M' and 'D'.

Mark S. Dewberry, P.E.
Chief Engineer – Design & Construction

Enclosures: **Attachment A** – Site stabilization plan for the MRIMF

Cc: Mr. Patrick Parker, Esq., TDEC/WPC/NCO – Enforcement and Compliance Section
 Mr. Phillip R. Hilliard, Esq., Tennessee Attorney General's Office, Environmental Division
 Mr. Tim Drake, Norfolk Southern Corporation
 Ms. Karin Stamy, Esq., Norfolk Southern Corporation
 Mr. Tony Caruso, Norfolk Southern Railway Company
 Ms. Robin Hagerty, AMEC
 Mr. William Adair, WCA Land/William Adair
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